

UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK

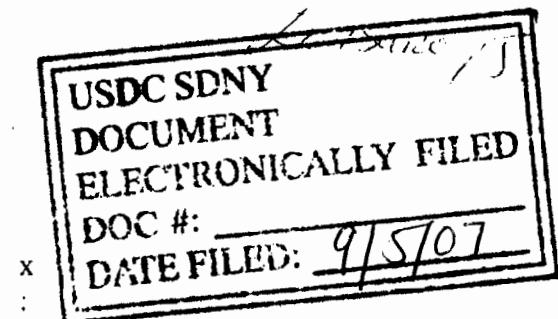
BARCLAYS CAPITAL REAL ESTATE HOLDINGS INC.,

Petitioner,

v.

REGIONS BANK,

Respondent.



x : No. 07 Civ. 7644 (PKL)

: STIPULATION OF
DISMISSAL

x

IT IS HEREBY STIPULATED AND AGREED by and between the undersigned
counsel for Petitioner Barclays Capital Real Estate Holdings Inc. ("Barclays") and for
Respondent Regions Bank ("Regions") as follows:

1. Regions agrees that the Settlement Auditor, as that term is defined in Schedule 1.4(c) of the Stock Purchase Agreement dated January 18, 2007 ("SPA"), has full authority to resolve pursuant to Schedule 1.4 the parties' disagreements over the Final Balance Sheet and the calculation of the Final Payoff Amount (as those terms are defined in the SPA), including (without limitation) the parties' disagreements over Repurchase Reserves, Mortgage Loans Available for Sale, the Deferred Tax Asset Valuation Allowance, Mortgage Loans Held for Investment, Vacation Time Accrual and Bonus Accrual Adjustments, Premium Recapture Reserves, the Real Estate Owned Valuation Adjustment, Accounts Payable, the write off of certain Fixed Assets, and the application of GAAP to the foregoing. Accordingly, pursuant to Federal Rule of Civil Procedure 41(a)(1)(ii), Barclays hereby voluntarily dismisses the petition filed herein without prejudice.

2. Barclays and Regions shall each bear their own court costs and attorneys' fees to date in connection with this action.
3. The parties agree that Deloitte LLP shall serve as Settlement Auditor, if it agrees to accept such appointment and is free of any conflicts of interest. In the event Deloitte LLP is unable or unwilling to serve as Settlement Auditor, the parties shall cooperate in good faith to select an alternative Settlement Auditor by no later than September 21, 2007.
4. This Stipulation is without prejudice to either party's right to make any argument before the Settlement Auditor concerning the merits of their disagreements. The parties hereto confirm their intent to observe the provisions of the SPA, including Schedule 1.4 therein, without any modification being made to those terms.

Dated: New York, New York
August 31, 2007

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Attorneys for Respondent Regions Bank

SO ORDERED:

this 4th day of September, 2007

Peter K. Ferrone
UNITED STATES DISTRICT JUDGE